

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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BRIARWOOD INVESTMENTS, INC.,  
Individually and On Behalf of All Others  
Similarly Situated,

Plaintiff,

vs.

CARE INVESTMENT TRUST INC.,  
F. SCOTT KELLMAN, ROBERT O'NEILL  
and FLINT D. BESECKER,

Defendants.  
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Civil Action No. 1:07-cv-08159-LLS

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**DEFENDANTS' MOTION TO DISMISS PLAINTIFFS'  
AMENDED CLASS ACTION COMPLAINT**

PLEASE TAKE NOTICE that Defendants Care Investment Trust, Inc., F. Scott Kellman, Robert O'Neill and Flint D. Besecker, by their counsel, will move this Court for an Order dismissing Plaintiffs' Amended Class Action Complaint with prejudice pursuant to Federal Rule of Civil Procedure 12(b)(6). In support of this Motion, Defendants submit herewith a Memorandum of Law and Declaration of Joel G. Chefitz.

DATED: April 22, 2008

**McDERMOTT WILL & EMERY LLP**

/s/ Joel G. Chefitz

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Flint D. Besecker*

CHI99 4969841-1.079947.0014